

EDMUND R. LEARNED, P.A.
ATTORNEY AT LAW
SUITE 442, R. H. GARVEY BUILDING
300 WEST DOUGLAS
WICHITA, KANSAS 67202-2908

316/261-5311
FAX 316/262-4650
May 18, 1992

RECORDATION NO. 9745c
MAY 21 1992 - 10 05 AM
INTERSTATE COMMERCE COMMISSION

2-142A0003

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Document for recordation

Dear Secretary:

I have enclosed two original counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Certificate of Release, a secondary document, dated April 1, 1992.

The names and addresses of the parties to the document are as follows:

Debtor: Richmond, Fredericksburg and Potomac Railroad Company, P. O. Box 11282, Richmond, Virginia 23230.

Secured Party: Mercantile-Safe Deposit and Trust Company (assignee from Pullman Incorporated) P.O. Box 2258, Baltimore, Maryland 21203.

A description of the equipment covered by the document follows:

One hundred Eight Six (186) 100 ton 4750 cubic ft. standard covered hopper railcars with railroad car marks RREX 4101 through RREX 4286 inclusive together with all leases relating to said rail cars.

A recording fee of \$16.00 is enclosed. Please return one of the original counterparts stamped with the recording information to me

A short summary of the document follows: Certificate of Release of all right, title and interest in and to the equipment covered by the Conditional Sales Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to the Interstate Commerce Act, 49 U.S.C. Section 11303 on the 6th day of October, 1978, Recordation no. 9745 and which further describes the Equipment in which the Secured Party was granted a Security Interest.

*See next page of the
revised Summary*

Interstate Commerce Commission
May 18, 1992
Page 2

I am an attorney for the current owner of the equipment.
Please call me at (316) 261-5311 if you have any questions.

Thank you very much.

Sincerely yours,

EDMUND R. LEARNED, P.A.

By
Edmund R. Learned

ERL/ms
CC: Tom Harvey
Pat Cameron
Allen H. Harrison, Jr.

Interstate Commerce Commission
Washington, D.C. 20423

5/21/92

OFFICE OF THE SECRETARY

Edmund R. Learned, P.A.

Suite 442, R.H. Garvey Building

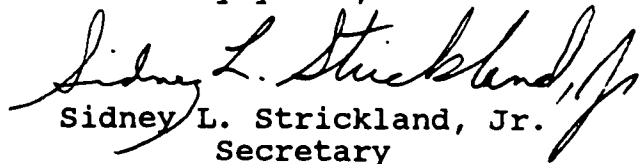
300 West Douglas

Wichita, Kansas 67202-2908

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/21/92 at 10:05am, and assigned recordation number(s). 9745-C &

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

EDMUND R. LEARNED, P.A.
ATTORNEY AT LAW
SUITE 442, R. H. GARVEY BUILDING
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316/261-5311
FAX 316/262-4650

RECORDATION NO. 9745-C FILED 1992

MAY 21 1992 10:00 AM

INTERSTATE COMMERCE COMMISSION

May 21, 1992

VIA FEDERAL EXPRESS:

Ms. Mildred Lee
Interstate Commerce Commission
Room 2303
12th and Constitution Ave N.W.
Washington, D.C. 20423

Attention: Document for recordation

Dear Ms. Lee:

Pursuant to our telephone conversation today I am submitting the following revised short summary of the document which I furnished to your office for recording and which was recorded as document 9475-C, such document being a Certificate of Release, a secondary document, dated April 1, 1992.

The revised short summary of the document is as follows: Certificate of Release of all right, title and interest in and to the equipment covered by the Conditional Sales Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to the Interstate Commerce Act, 49 U.S.C. Section 11303 on the 6th day of October, 1978, Recordation no. 9745 and which further describes the Equipment in which the Secured Party was granted a Security Interest and which Conditional Sales Agreement was assigned to Mercantile-Safe Deposit and Trust Company by Pullman Incorporated (Pullman Standard Division) by that certain Agreement and Assignment which was filed and recorded with the Interstate Commerce Commission pursuant to the Interstate Commerce Act, 49 U.S.C. Section 11303 on the 6th day of October, 1978, Recordation no. 9745-A.

Pursuant to our discussion I request that you attach this letter to my prior letter so that the above summary will be in your records rather than the summary previously furnished.

Thank you very much.

Sincerely yours,

EDMUND R. LEARNED, P.A.

By


Edmund R. Learned

ERL/ms

CC: Tom Harvey
Pat Cameron
Allen H. Harrison, Jr.

9745 C
RECORDATION NO. 9745

MAY 21 1992 -10 05 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE OF RELEASE

DATED Arril 1, 1992

TO

CONDITIONAL SALES AGREEMENTSECURITY AGREEMENT

DATED July 15, 19780

BETWEEN

RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY,
as Debtor,

AND

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
as Secured Party

Filed and recorded with the Interstate Commerce Commission
pursuant to the Interstate Commerce Act, 49 U.S. C. §11303 on
the _____ of May, 1992, at _____ .m., Recordation
No. _____.

EXHIBIT C

CERTIFICATE OF RELEASE

This RELEASE dated as of April 1, 1992, by MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, ("Mercantile"), a Maryland corporation.

WHEREAS, the undersigned was assigned certain indebtedness under the Conditional Sale Agreement ("CSA") dated as of July 15, 1978, between PULLMAN, INCORPORATED and RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY, pursuant to an Agreement and Assignment dated as of July 15, 1978, between PULLMAN, INCORPORATED and the undersigned;

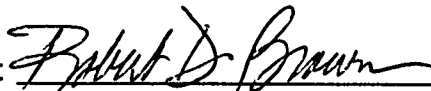
WHEREAS, said Conditional Sale Agreement and Agreement and Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on October 6, 1978, and assigned recordation numbers 9745 and 9745A, respectively, and were deposited in the office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada.

WHEREAS, the indebtedness of RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD COMPANY under said Conditional Sale Agreement is still outstanding but it is the intention of Mercantile to release all right, title and interest in and to the equipment covered by the CSA.

NOW, THEREFORE, the undersigned does hereby release and discharge all of the right, title, interest, and security interest of the undersigned in and to the railroad equipment covered by the Conditional Sale Agreement and in that certain Lease of Railroad Equipment dated July 15, 1978, or sublease thereunder, which Lease was filed and recorded with the Interstate Commerce Commission on October 6, 1978, and assigned recordation number 9745B.

IN WITNESS WHEREOF, the undersigned has caused this release to be duly executed by its officer thereunto duly authorized:

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY

By: 

Its: Corporate Trust Officer

STATE OF Maryland)
City) SS.:
STATE OF Baltimore)

On this 27th day of April, 1992, before me personally appeared Robert D. Brown, to me personally known who, being by me duly sworn, says that he is Corporate Trust Officer of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Marian D. Allen
Notary Public

My Commission Expires Nov. 16 1994